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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012, or tax year beginning 04-01-2012 , and ending 03-31-2013

Name of foundation GINKINGER MEMORIAL TRUST 496-1513076563		<b>A Employer identification number</b>  23-6769170	
Number and street (or P O box number if mail is not delivered to street address) 1525 W WT HARRIS BLVD D1114-044		<b>B Telephone number</b> (see instructions)  (800) 352-3705	
City or town, state, and ZIP code CHARLOTTE, NC 28288		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 5,041,844		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	16	16		
	4 Dividends and interest from securities. . . . .	114,967	113,994		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-84,756			
	b Gross sales price for all assets on line 6a _____ 887,604				
	7 Capital gain net income (from Part IV , line 2 ) . . . .		0		
	8 Net short-term capital gain . . . . .			0	
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	30,227	114,010		
	13 Compensation of officers, directors, trustees, etc	58,761	44,071		14,690
	14 Other employee salaries and wages . . . . .		0	0	0
	15 Pension plans, employee benefits . . . . .		0	0	
	16a Legal fees (attach schedule) . . . . .				0
	b Accounting fees (attach schedule) . . . . .	750	0	0	750
	c Other professional fees (attach schedule) . . . . .	3,522	3,522		0
	17 Interest . . . . .				0
	18 Taxes (attach schedule) (see instructions)	4,524	2,600		0
	19 Depreciation (attach schedule) and depletion . . . .	0	0		
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .		0	0	
	22 Printing and publications . . . . .		0	0	
	23 Other expenses (attach schedule) . . . . .	2	2		
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	67,559	50,195	0	15,440
	25 Contributions, gifts, grants paid . . . . .	197,128			197,128
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	264,687	50,195	0	212,568
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-234,460			
	b <b>Net investment income</b> (if negative, enter -0-)		63,815		
	c <b>Adjusted net income</b> (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	129,418	160,434	160,434
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	2,985,289	3,600,411	3,728,502
	c	Investments—corporate bonds (attach schedule). . . . .	1,081,218		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	865,197	1,056,044	1,152,908
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,061,122	4,816,889	5,041,844	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	5,061,122	4,816,889	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	5,061,122	4,816,889	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	5,061,122	4,816,889	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . .	1	5,061,122
2	Enter amount from Part I, line 27a . . . . .	2	-234,460
3	Other increases not included in line 2 (itemize) ▶ _____	3	4,587
4	Add lines 1, 2, and 3 . . . . .	4	4,831,249
5	Decreases not included in line 2 (itemize) ▶ _____	5	14,360
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	4,816,889

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-84,756
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	213,231	4,745,796	0 044931
2010	210,116	4,636,724	0 045316
2009	228,873	4,215,863	0 054289
2008	228,611	4,431,409	0 051589
2007	229,696	5,841,080	0 039324

2	Total of line 1, column (d). . . . .	2	0 235449
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . .	3	0 04709
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	4,768,707
5	Multiply line 4 by line 3. . . . .	5	224,558
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	638
7	Add lines 5 and 6. . . . .	7	225,196
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	212,568

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See  
the Part VI instructions

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	1,276
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2. . . . .		3	1,276
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	1,276
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,128	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments Add lines 6a through 6d. . . . .		7	2,128
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	0
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	852
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 852	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?. . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of	WELLS FARGO BANK NA	Telephone no	(800) 352-3705
	Located at	ONE WEST 4TH STREET WINSTONSALEM NC	ZIP +4	271013818
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here			
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?			
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> )	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2 ), or (3 ), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WELLS FARGO BANK NA 1525 WEST WT HARRIS BLVD D1114-044 CHARLOTTE,NC 282881161	TRUSTEE 40	58,761		
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	

**Part X**

**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	4,691,241
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	150,086
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	4,841,327
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	4,841,327
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	72,620
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	4,768,707
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	238,435

**Part XI**

**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	238,435
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	1,276
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	1,276
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	237,159
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	237,159
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	237,159

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	212,568
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	212,568
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	212,568
<b>Note:</b> The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				237,159
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			26,077	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				0
b From 2008. . . . .				0
c From 2009. . . . .				0
d From 2010. . . . .				0
e From 2011. . . . .				0
f Total of lines 3a through e. . . . .	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 212,568				
a Applied to 2011, but not more than line 2a			26,077	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2012 distributable amount. . . . .				186,491
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				50,668
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	0			
10 Analysis of line 9				
a Excess from 2008. . . .				0
b Excess from 2009. . . .				0
c Excess from 2010. . . .				0
d Excess from 2011. . . .				0
e Excess from 2012. . . .				0

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

b

The form in which applications should be submitted and information and materials they should include

c

Any submission deadlines

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	197,128
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments			14	16	
<b>4</b> Dividends and interest from securities. . . . .			14	114,967	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	-84,756	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). . . . .				30,227	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		30,227

[illegible]

<b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received.			

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . ☐ Yes ☒ No

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-07-23	*****	May the IRS discuss this return with the preparer shown below (see instr.)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Signature of officer or trustee	Date	Title	

May the IRS discuss this return with the preparer shown below (see instr )? ☐ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
Firm's name <input type="checkbox"/>			Firm's EIN <input type="checkbox"/>	
Firm's address <input type="checkbox"/>			Phone no	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
5 ADT CORP/THE		2012-06-18	2012-10-10
29 ADT CORP/THE		2012-06-18	2012-10-17
110 ADT CORP/THE		2009-09-24	2012-10-17
156 AT&T INC		2011-07-12	2012-11-05
125 AT&T INC		2011-07-12	2012-12-17
223 AT&T INC		2011-03-15	2012-12-27
173 ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/2009		2012-09-25	2012-10-18
185 ALTERA CORP COM		2012-04-19	2012-11-07
160 ALTERA CORP COM		2012-05-02	2012-12-17
10 AMAZON COM INC COM		2011-03-15	2012-04-10
21 AMAZON COM INC COM		2011-08-09	2012-04-10
17 AMAZON COM INC COM		2011-03-15	2012-05-16
99 AMERICAN EXPRESS CO COM		2012-10-24	2013-02-06
115 AMERIPRISE FINANCIAL INC		2012-02-10	2012-06-05
6 APPLE COMPUTER INC COM		2011-08-09	2012-06-19
2 APPLE COMPUTER INC COM		2011-05-04	2012-06-19
7 APPLE COMPUTER INC COM		2011-05-04	2012-09-19
5 AUTOZONE INC COM W/RIGHTS ATTACHED EXP 3/21/2010		2011-08-19	2012-08-20
7852 AXIALL CORP		2013-01-22	2013-02-12
71 CBS CORP CL B COM		2011-10-06	2012-09-27
371 CBS CORP CL B COM		2011-07-25	2012-09-27
93 CBS CORP CL B COM		2012-12-07	2013-03-21
89 CBS CORP CL B COM		2012-12-07	2013-03-27
83 CBS CORP CL B COM		2012-12-07	2013-03-28
109 CME GROUP INC		2012-02-16	2013-03-21
127 CSX CORP COM W/RTS EXP 6/8/2008		2012-05-30	2012-12-06
25 CVS CORP COM		2010-08-26	2012-06-25
107 CVS CORP COM		2012-01-10	2012-06-25
135 CVS CORP COM		2010-08-26	2012-07-10
41 CAMERON INT'L CORP COM		2012-02-13	2012-07-19

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85 CAMERON INT'L CORP COM		2011-05-03	2012-07-19
150 CAMPBELL SOUP CO COM		2011-03-15	2012-04-13
81 CAMPBELL SOUP CO COM		2011-07-13	2012-04-13
73 CAPITAL ONE FINL CORP COM RTS EXP 11/29/2005		2011-08-12	2012-10-24
108 CAPITAL ONE FINL CORP COM RTS EXP 11/29/2005		2011-12-05	2012-10-24
209 CARNIVAL CORP PAIRED CTF 1 COM		2012-10-01	2013-01-02
316 CENTERPOINT ENERGY INC		2011-08-10	2012-10-23
316 CENTERPOINT ENERGY INC		2011-03-15	2012-11-09
139 CISCO SYS INC COM W/RIGHTS ATTACHED EXPIRING 6/10/2008		2009-06-03	2012-07-12
53 COGNIZANT TECH SOLUTIONS CRP COM		2011-03-15	2012-08-06
90 COLGATE-PALMOLIVE CO COM		2011-03-15	2012-07-30
3521 127 DELAWARE POOLED TR INTL EQUITY PORTFOLIO		2007-12-14	2012-09-28
60 DEVON ENERGY CORP NEW COM		2011-03-15	2012-04-25
131 DU PONT E I DE NEMOURS & CO COM		2011-03-15	2012-07-19
96 DU PONT E I DE NEMOURS & CO COM		2011-03-15	2012-10-19
216 DU PONT E I DE NEMOURS & CO COM		2011-08-09	2012-12-05
325 E M C CORP MASS COM		2011-03-15	2012-07-09
1 EOG RES INC COM		2011-03-15	2012-11-06
16 EOG RES INC COM		2012-09-11	2012-11-06
20 EOG RES INC COM		2011-03-15	2013-01-22
57 EQT CORPORATION		2012-02-27	2012-07-09
33 EXXON MOBIL CORP COM		2012-01-24	2012-06-25
45 EXXON MOBIL CORP COM		2012-01-24	2012-07-30
47 EXXON MOBIL CORP COM		2012-01-24	2012-09-10
39 EXXON MOBIL CORP COM		2012-01-24	2012-09-14
5 EXXON MOBIL CORP COM		2011-03-15	2012-09-14
76 FREEPORT MCMORAN COPPER & GOLD CL B W/RTS ATTACHED EXP 5/3/2010		2012-01-27	2012-12-07
125 FREEPORT MCMORAN COPPER & GOLD CL B W/RTS ATTACHED EXP 5/3/2010		2011-03-15	2012-12-07
84 FREEPORT MCMORAN COPPER & GOLD CL B W/RTS ATTACHED EXP 5/3/2010		2012-03-20	2013-03-01
108 FREEPORT MCMORAN COPPER & GOLD CL B W/RTS ATTACHED EXP 5/3/2010		2012-01-19	2013-03-01

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(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
511 GENERAL ELEC CO COM		2011-09-15	2012-06-18
146 GENERAL MILLS INC COM W/RTS EXP 02/01/2006		2012-04-13	2013-02-14
35 GOLDMAN SACHS GRP INC COM		2011-03-15	2012-11-09
38 GOLDMAN SACHS GRP INC COM		2011-03-15	2013-01-17
140 HALLIBURTON CO COM W/RIGHTS EXP 12/15/2005		2013-01-08	2013-02-14
41 HUMANA INC COM RTS EXP 02/14/2006		2011-11-01	2012-07-16
27 INTERCONTINENTALEXCHANGE INC		2011-08-10	2012-12-19
20 INTERCONTINENTALEXCHANGE INC		2012-01-24	2012-12-19
103 JOHNSON & JOHNSON COM		2012-07-10	2012-07-30
207 JOHNSON CTLS INC COM W/RTS ATTACHED EXP 11/30/2004		2011-03-15	2012-11-19
83 JOHNSON CTLS INC COM W/RTS ATTACHED EXP 11/30/2004		2011-03-15	2013-01-22
86 JOHNSON CTLS INC COM W/RTS ATTACHED EXP 11/30/2004		2011-03-15	2013-02-07
190 JUNIPER NETWORKS INC COM		2011-03-15	2012-04-24
345 JUNIPER NETWORKS INC COM		2011-10-04	2013-03-18
178 KINDER MORGAN INC/DELAWARE		2012-07-02	2013-01-29
3333 KRAFT FOODS GROUP INC		2011-09-16	2012-10-11
139 KRAFT FOODS GROUP INC		2011-09-16	2012-10-17
1 KRAFT FOODS GROUP INC		2011-08-19	2012-11-08
67 LAM RESH CORP COM		2012-07-09	2012-11-20
47 LAM RESH CORP COM		2012-01-06	2012-11-20
65 LAM RESH CORP COM		2011-10-31	2012-11-20
110 LAUDER ESTEE COS INC CL A		2011-10-28	2012-11-06
132 LENNAR CORP COM		2011-10-24	2013-01-10
201 LOWES COS INC COM W/RIGHTS ATTACHED EXPIRING 9/9/2008		2011-03-15	2012-10-26
177 MARATHON PETROLEUM CORP		2012-08-01	2012-10-18
74 MARRIOTT INTL INC NEW CL A		2012-03-01	2012-07-17
132 MARRIOTT INTL INC NEW CL A		2012-01-27	2012-08-13
27 MARRIOTT INTL INC NEW CL A		2012-03-01	2012-08-13
85 MERCK & CO INC NEW		2011-05-18	2012-04-18
68 MERCK & CO INC NEW		2012-01-10	2012-04-18

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43 MERCK & CO INC NEW		2011-05-18	2012-04-30
73 MERCK & CO INC NEW		2011-04-15	2012-04-30
171 MERCK & CO INC NEW		2011-08-16	2013-02-11
101 MICROSOFT CORP COM		2011-03-15	2013-03-18
38 MICROSOFT CORP COM		2012-07-09	2013-03-18
88 NETAPP INC		2011-09-20	2013-02-12
165 NETAPP INC		2012-07-09	2013-02-12
30 NIKE INC CL B COM		2011-03-15	2012-06-18
70 NIKE INC CL B COM		2011-03-15	2012-09-27
225 NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHED EXP 9/26/2010		2011-03-15	2012-06-01
9 ORACLE CORP COM		2012-01-06	2013-01-18
117 ORACLE CORP COM		2012-04-16	2013-01-18
1768 347 PIMCO FOREIGN BOND FUND-INST		2007-10-09	2012-09-28
813 67 PIMCO EMERG MKTS BD-INST #137		2009-05-14	2012-09-28
447 PFIZER INC COM W/RTS ATTACHED EXP 10/15/2007		2011-03-15	2013-02-14
750 PFIZER INC COM W/RTS ATTACHED EXP 10/15/2007		2011-08-19	2013-03-27
21884 321 PIMCO COMMODITY REAL RET STRAT-I#45		2009-05-14	2012-09-28
19 PIONEER NAT RES CO COM W/RIGHTS ATTACHED EXP 7/31/2011		2012-04-20	2012-11-05
64 PIONEER NAT RES CO COM W/RIGHTS ATTACHED EXP 7/31/2011		2012-01-20	2013-02-27
9 PIONEER NAT RES CO COM W/RIGHTS ATTACHED EXP 7/31/2011		2012-04-20	2013-02-27
68 PROCTER & GAMBLE CO COM		2012-02-02	2012-06-22
7 PROCTER & GAMBLE CO COM		2012-02-02	2013-01-16
41 PROCTER & GAMBLE CO COM		1993-12-31	2013-01-16
63 PRUDENTIAL FINANCIAL INC COM		2011-03-15	2013-03-01
70 QUALCOMM INC COM W/RTS ATTACHED		2012-05-08	2013-03-11
18 QUALCOMM INC COM W/RTS ATTACHED		2011-03-16	2013-03-11
52 QUALCOMM INC COM W/RTS ATTACHED		2012-12-19	2013-03-11
2876 318 ROWE T PRICE REAL ESTATE FD COM		2007-10-09	2012-09-28
82 SOUTHWESTERN ENERGY CO COM		2011-08-16	2012-04-12
289 TEXAS INSTRS INC COM		2012-03-15	2012-05-08

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
68 TIME WARNER CABLE INC		2012-07-30	2013-02-07
325 US BANCORP DEL COM NEW W/RIGHTS ATTACHED EXP 2/27/2011		2011-03-15	2012-06-06
61 VERTEX PHARMACEUTICALS INC COM W/RTS ATTACHED		2011-12-16	2012-05-16
195 WALGREEN CO COM W/RTS ATTACHED EXP 08/21/2006		2012-06-25	2012-09-10
153 WILLIAMS COS INC COM W/RTS ATTACHED		2011-05-06	2012-07-02
72 WILLIAMS COS INC COM W/RTS ATTACHED		2012-01-05	2012-07-02
220 XILINX INC COM		2011-03-15	2012-04-19
98 XILINX INC COM		2011-11-01	2012-04-19
43 YUM! BRANDS INC COM		2011-03-15	2012-07-11
35 COVIDIEN PLC		2012-07-30	2012-11-07
12 COVIDIEN PLC		2011-03-15	2012-11-07
9441 PENTAIR, LTD		2012-06-18	2012-10-11
64 ASML HOLDING NV-NY REG SHS		2012-11-16	2012-12-11
132 DEEMED REDEEMED ASML HOLDING NV ESCR		2012-11-16	2012-11-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
19		17	2
1,119		1,011	108
4,244		2,419	1,825
5,426		4,808	618
4,262		3,770	492
7,515		6,206	1,309
11,396		11,180	216
5,673		7,084	-1,411
5,310		6,044	-734
1,932		1,665	267
4,056		4,224	-168
3,821		2,831	990
5,955		5,463	492
5,247		6,104	-857
3,531		2,192	1,339
1,177		701	476
4,903		2,453	2,450
1,819		1,455	364
43		34	9
2,565		1,532	1,033
13,404		10,344	3,060
4,272		3,341	931
4,047		3,198	849
3,869		2,982	887
6,733		6,432	301
2,553		2,667	-114
1,128		702	426
4,828		4,487	341
6,403		3,789	2,614
1,855		2,343	-488

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,846		4,443	-597
4,995		5,041	-46
2,697		2,795	-98
4,357		3,194	1,163
6,446		5,086	1,360
7,803		7,685	118
6,611		5,807	804
6,405		4,958	1,447
2,225		2,673	-448
3,423		3,947	-524
9,752		6,984	2,768
45,000		74,227	-29,227
3,994		5,284	-1,290
6,436		6,910	-474
4,730		5,064	-334
9,210		10,831	-1,621
7,726		8,489	-763
122		106	16
1,951		1,804	147
2,508		2,128	380
3,100		3,109	-9
2,640		2,868	-228
3,948		3,911	37
4,218		4,084	134
3,601		3,389	212
462		410	52
2,413		3,532	-1,119
3,969		6,471	-2,502
2,640		3,274	-634
3,395		4,657	-1,262

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
10,179		8,186	1,993
6,411		5,678	733
4,082		5,531	-1,449
5,334		6,005	-671
6,053		5,069	984
3,069		3,449	-380
3,451		3,067	384
2,557		2,383	174
7,157		6,999	158
5,324		8,297	-2,973
2,572		3,327	-755
2,646		3,447	-801
4,079		8,090	-4,011
6,750		10,667	-3,917
6,639		5,833	806
15		12	3
6,496		5,039	1,457
45		36	9
2,311		2,364	-53
1,621		1,763	-142
2,242		2,812	-570
6,554		5,569	985
5,409		2,239	3,170
6,382		5,380	1,002
9,708		8,209	1,499
2,668		2,630	38
4,888		4,578	310
1,000		960	40
3,277		3,193	84
2,621		2,624	-3

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,695		1,616	79
2,878		2,522	356
7,042		5,664	1,378
2,833		2,569	264
1,066		1,135	-69
3,111		3,129	-18
5,833		6,160	-327
3,017		2,575	442
6,635		6,007	628
14,641		14,839	-198
311		242	69
4,046		3,330	716
20,000		17,790	2,210
10,000		7,383	2,617
12,037		8,873	3,164
21,379		14,691	6,688
156,254		281,998	-125,744
2,039		2,007	32
8,069		5,298	2,771
1,135		951	184
4,075		4,312	-237
487		444	43
2,854		592	2,262
3,467		3,798	-331
4,656		4,294	362
1,197		973	224
3,458		3,260	198
60,000		60,426	-426
2,372		3,230	-858
8,805		9,527	-722

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,972		5,811	161
9,565		8,739	826
3,840		2,068	1,772
6,864		5,717	1,147
4,434		3,919	515
2,086		1,958	128
7,787		6,963	824
3,469		3,241	228
2,669		2,202	467
1,909		1,975	-66
654		615	39
41		38	3
41		37	4
1,567		1,367	200

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2
			108
			1,825
			618
			492
			1,309
			216
			-1,411
			-734
			267
			-168
			990
			492
			-857
			1,339
			476
			2,450
			364
			9
			1,033
			3,060
			931
			849
			887
			301
			-114
			426
			341
			2,614
			-488

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-597
			-46
			-98
			1,163
			1,360
			118
			804
			1,447
			-448
			-524
			2,768
			-29,227
			-1,290
			-474
			-334
			-1,621
			-763
			16
			147
			380
			-9
			-228
			37
			134
			212
			52
			-1,119
			-2,502
			-634
			-1,262

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,993
			733
			-1,449
			-671
			984
			-380
			384
			174
			158
			-2,973
			-755
			-801
			-4,011
			-3,917
			806
			3
			1,457
			9
			-53
			-142
			-570
			985
			3,170
			1,002
			1,499
			38
			310
			40
			84
			-3


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			79
			356
			1,378
			264
			-69
			-18
			-327
			442
			628
			-198
			69
			716
			2,210
			2,617
			3,164
			6,688
			-125,744
			32
			2,771
			184
			-237
			43
			2,262
			-331
			362
			224
			198
			-426
			-858
			-722

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			161
			826
			1,772
			1,147
			515
			128
			824
			228
			467
			-66
			39
			3
			4
			200

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
DEER MEADOW RETIREMENT COMMUNITY ATTN BRUCE MCNAMEE PHILADELPHIA,PA 19152	NONE	PUBLIC CHARITY	CONTRIBUTION	9,856
GUIDE DOG FOUNDATION FOR THE BLIND INC 371 EAST JERICHO TURNPIKE SMITHTOWN,NY 117872976	NONE	PUBLIC CHARITY	CONTRIBUTION	4,928
GUIDING EYES FOR THE BLIND 516 FIFTH AVENUE - 8TH FL YORKTOWN HTS,NY 10598	NONE	PUBLIC CHARITY	CONTRIBUTION	4,928
THE SALVATION ARMY RICHARD D ALLEN-ASST CORP SEC WEST NYACK,NY 109941739	NONE	PUBLIC CHARITY	CONTRIBUTION	19,713
BAPTIST HOME OF PHILADELPHIA 8301 ROOSEVELT BOULEVARD PHILADELPHIA,PA 19152	NONE	PUBLIC CHARITY	CONTRIBUTION	9,856
BAPTIST CHILDREN'S SERVICES 373 E MAIN STREET VALLEY FORGE,PA 194820851	NONE	PUBLIC CHARITY	CONTRIBUTION	19,713
SIMPSON HOUSE OF THE UNITED METHODIST CHURCH 2101 BELMONT AVENUE PHILADELPHIA,PA 191311628	NONE	PUBLIC CHARITY	CONTRIBUTION	19,713
TRUSTEES OF THE UNIVERSITY OF PA ATTNJBINSTEAD OFFICE OF TREAS PHILADELPHIA,PA 191046205	NONE	PUBLIC CHARITY	CONTRIBUTION	14,785
CHURCH FARM SCHOOL REV ESHERRILL II HEADMASTER EXTON,PA 193412818	NONE	PUBLIC CHARITY	CONTRIBUTION	14,785
METHODIST HOME FOR CHILDREN BROAD WALNUT STREETS PHILADELPHIA,PA 19131	NONE	PUBLIC CHARITY	CONTRIBUTION	19,713
PA ASYLUM FOR INDIGENT WIDOWS 1401 EAST SUSQUEHANNA AVE PHILADELPHIA,PA 19125	NONE	PUBLIC CHARITY	CONTRIBUTION	9,856
AMERICAN RED CROSS ATTN GARY FERRIS 23 RD CHESTNUT ST PHILADELPHIA,PA 19103	NONE	PUBLIC CHARITY	CONTRIBUTION	19,713
UNION LEAGUE SCHOLARSHIP FUND ATTN MR J DUBEE 140 SOUTH BROAD STREET PHILADELPHIA,PA 191023083	NONE	PUBLIC CHARITY	CONTRIBUTION	9,856
SHRINERS HOSPITAL FOR CHILDREN JIM ROWE TRUST/INV ACCTG TAMPA,FL 336313356	NONE	PUBLIC CHARITY	CONTRIBUTION	19,713
<b>Total . . . . .</b>  <b>3a</b>				197,128

TY 2012 Accounting Fees Schedule

**Name:** GINKINGER MEMORIAL TRUST 496-1513076563

**EIN:** 23-6769170

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	750			750

**TY 2012 Investments Corporate  
Bonds Schedule****Name:** GINKINGER MEMORIAL TRUST 496-1513076563**EIN:** 23-6769170

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
04315J209 ARTIO TOTAL RETURN		
256210105 DODGE & COX INCOME		
4812C0805 JPMORGAN HIGH YIELD		
693391559 PIMCO EMERGING		
693390882 PIMCO FOREIGN		

TY 2012 Investments Corporate  
Stock Schedule

Name: GINKINGER MEMORIAL TRUST 496-1513076563  
EIN: 23-6769170

Name of Stock	End of Year Book Value	End of Year Fair Market Value
92934R769 CRM MID CAP VALUE FD	138,665	139,763
26203E836 DREYFUS/THE BOSTON C	146,172	139,572
949915367 WELLS FARGO ADV ENTE	161,423	193,451
94984B348 WELLS FARGO ADV INTL	152,885	166,455
94984B397 WELLS FARGO ADVANTAG		
04315J837 ARTIO INTERNATIONAL	279,997	196,773
246248306 DELAWARE POOLED TR I	225,455	194,983
784924425 SSGA EMERGING MARKET	371,444	265,160
25264S833 DIAMOND HILL LONG-SH	100,000	117,640
448108100 HUSSMAN STRATEGIC GR	100,000	87,375
589509108 MERGER FD SH BEN INT	100,000	98,817
023135106 AMAZON COM INC COM	11,322	18,121
053332102 AUTOZONE INC	7,428	9,522
124857202 CBS CORP NEW	6,180	8,031
20030N101 COMCAST CORP CLASS A	16,762	26,363
37045V100 GENERAL MOTORS CO	17,301	16,525
437076102 HOME DEPOT INC	10,521	18,143
478366107 JOHNSON CONTROLS INC	10,194	9,469
526057104 LENNAR CORPORATION C	2,188	6,471
548661107 LOWES COS INC	10,827	19,036
571903202 MARRIOT INTERNATIONA		
654106103 NIKE INC CL B		
887317303 TIME WARNER INC	27,338	42,524
988498101 YUM BRANDS INC	13,163	18,489
134429109 CAMPBELL SOUP CO		
194162103 COLGATE PALMOLIVE		
126650100 CVS CAREMARK		
518439104 ESTEE LAUDER COMP		
370334104 GENERAL MILLS INC	8,151	10,898
50075N104 KRAFT FOODS INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
718172109 PHILIP MORRIS INTERN	17,720	19,562
742718109 PROCTER & GAMBLE CO	3,755	20,036
032511107 ANADARKO PETROLEUM C	11,715	13,905
13342B105 CAMERON INTL CORP	11,914	13,366
25179M103 DEVON ENERGY CORP		
26875P101 EOG RESOURCES, INC	8,313	10,118
30231G102 EXXON MOBIL CORPORAT	16,707	27,664
674599105 OCCIDENTAL PETE CORP	18,895	21,944
723787107 PIONEER NAT RES CO C		
845467109 SOUTHWESTERN ENERGY		
93317Q105 WALTER ENERGY INC.	9,855	4,988
969457100 WILLIAMS COS INC	12,544	16,145
03076C106 AMERIPRISE FINL INC		
060505104 BANK OF AMERICA CORP	19,674	20,048
14040H105 CAPITAL ONE FINANCIA	10,325	10,495
172967424 CITIGROUP, INC.	18,948	22,828
12572Q105 CME GROUP INC	8,005	8,904
38141G104 GOLDMAN SACHS GROUP	9,780	11,478
45865V100 INTERCONTINENTALEXCH	6,547	6,849
59156R108 METLIFE INC	19,291	19,276
744320102 PRUDENTIAL FINL INC	9,903	10,500
87236Y108 TD AMERITRADE HLDG C	5,321	5,774
902973304 US BANCORP		
018490102 ALLERGAN INC	9,124	11,721
09062X103 BIOGEN IDEC INC	8,650	22,729
14149Y108 CARDINAL HEALTH INC	10,924	12,486
151020104 CELGENE CORP COM	8,183	17,387
444859102 HUMANA INC	9,012	8,362
58933Y105 MERCK & CO INC NEW	13,547	18,741
717081103 PFIZER INC	14,691	21,645

Name of Stock	End of Year Book Value	End of Year Fair Market Value
91324P102 UNITEDHEALTH GROUP I	12,078	14,875
92532F100 VERTEX PHARMACEUTICA	2,474	4,013
291011104 EMERSON ELECTRIC CO	18,269	19,722
369604103 GENERAL ELECTRIC CO		
438516106 HONEYWELL INTERNATIO	15,877	21,399
655844108 NORFOLK SOUTHERN COR		
693718108 PACCAR INC	16,979	17,999
913017109 UNITED TECHNOLOGIES	22,488	35,690
037833100 APPLE INC	36,414	54,447
17275R105 CISCO SYSTEMS INC		
177376100 CITRIX SYS INC COM	6,345	7,648
192446102 COGNIZANT TECH SOLUT	12,278	13,792
268648102 E M C CORP MASS		
48203R104 JUNIPER NETWORKS		
512807108 LAM RESEARCH CORP CO	9,614	9,536
57636Q104 MASTERCARD INC	9,239	15,152
594918104 MICROSOFT CORP	32,639	38,674
64110D104 NETAPP INC		
68389X105 ORACLE CORPORATION	15,361	20,982
747525103 QUALCOMM INC	15,062	19,011
882508104 TEXAS INSTRUMENTS IN	8,197	8,160
983919101 XILINX INC		
263534109 DU PONT E I NEMOURS		
35671D857 FREEPORT MCMORAN		
00206R102 ATT&T INC		
92343V104 VERIZON COMMUNICATIO	13,052	19,218
15189T107 CENTERPOINT ENERGY		
26884L109 EQT CORP		
H0023R105 ACE LIMITED	14,612	20,374
056752108 BAIDU INC ADR	7,208	5,262

Name of Stock	End of Year Book Value	End of Year Fair Market Value
G2554F113 COVIDIEN PLC	10,828	14,450
G491BT108 INVESCO LIMITED	10,435	13,380
806857108 SCHLUMBERGER LTD	25,529	23,366
H89128104 TYCO INTERNATIONAL L	5,270	8,928
00724F101 ADOBE SYS INC	4,995	6,571
039483102 ARCHER DANIELS MIDLA	7,110	7,421
05463D100 AXIALL CORP	6,521	9,262
111320107 BROADCOM CORPORATION	9,679	10,057
126408103 CSX CORP	8,569	10,049
14170T101 CAREFUSION CORP	8,183	10,777
156782104 CERNER CORP COM	7,313	8,811
16411R208 CHENIERE ENERGY INC	7,699	12,180
17275R102 CISCO SYSTEMS INC	24,818	27,769
22160K105 COSTCO WHOLESALE COR	5,307	6,154
22544R305 CREDIT SUISSE COMM R	140,000	129,369
23918K108 DAVITA HEALTHCARE PA	8,424	8,894
25470M109 DISH NETWORK CORP	6,334	6,633
260543103 DOW CHEMICAL CO	12,211	12,481
26852M105 EII INTERNATIONAL PR	203,663	159,616
343412102 FLUOR CORP NEW	11,082	14,924
38259P508 GOOGLE INC	24,115	29,385
46120E602 INTUITIVE SURGICAL I	7,034	6,385
478160104 JOHNSON & JOHNSON	31,554	34,406
53578A108 LINKEDIN CORP	5,638	9,859
574599106 MASCO CORP	8,165	12,474
592688105 METTLER-TOLEDO INTL	5,462	5,331
609207105 MONDELEZ INTERNATION	11,962	15,736
617446448 MORGAN STANLEY	5,189	5,539
65473P105 NISOURCE INC	6,789	7,071
713448108 PEPSICO INC	11,099	12,183

Name of Stock	End of Year Book Value	End of Year Fair Market Value
718546104 PHILLIPS 66	9,841	14,414
779919109 T ROWE PRICE REAL ES	315,476	332,622
87612E106 TARGET CORP	12,252	13,006
88579Y101 3M CO	7,183	7,867
928563402 VMWARE INC	7,029	6,626
94975P447 WELLS FARGO ADV SP S	106,999	161,373
G3157S106 ENSCO PLC-CL A	9,161	11,160
H6169Q108 PENTAIR, LTD.	4,467	6,172
N07059210 ASML HOLDING NV-NY R	8,081	9,315

**TY 2012 Investments - Other Schedule****Name:** GINKINGER MEMORIAL TRUST 496-1513076563**EIN:** 23-6769170

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
268525M105 EII INTERNATIONAL			
722005667 PIMCO COMMODITY REAL			
779919109 T ROWE PRICE REAL			
04315J209 ARTIO TOTAL RETURN B	AT COST	293,120	306,148
256210105 DODGE & COX INCOME F	AT COST	385,131	440,560
4812C0803 JPMORGAN HIGH YIELD	AT COST	197,707	194,408
693390882 PIMCO FOREIGN BD FD	AT COST	116,220	125,925
693391559 PIMCO EMERG MKTS BD-	AT COST	63,866	85,867

**TY 2012 Other Decreases Schedule****Name:** GINKINGER MEMORIAL TRUST 496-1513076563**EIN:** 23-6769170

Description	Amount
MUTUAL FUNDS TAX EFFECTIVE DATE AFTER TYE	2,195
ROC BASIS ADJUSTMENT	3,633
COST BASIS NET ADJ OF KRAFT FOODS	5,086
COST BASIS NET ADJ OF TYCO	3,446

TY 2012 Other Expenses Schedule

**Name:** GINKINGER MEMORIAL TRUST 496-1513076563

**EIN:** 23-6769170

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR FEES	2	2		0

## TY 2012 Other Increases Schedule

**Name:** GINKINGER MEMORIAL TRUST 496-1513076563

**EIN:** 23-6769170

Description	Amount
MUTUAL FUNDS TAX EFFECTIVE DATE BEFORE TYE	4,484
FEDERAL BASIS ADJ OF ASML HOLDING NV-NY	74
ROUNDING	29

**TY 2012 Other Professional Fees Schedule****Name:** GINKINGER MEMORIAL TRUST 496-1513076563**EIN:** 23-6769170

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEES- SUBJECT T	3,522	3,522		

**TY 2012 Taxes Schedule****Name:** GINKINGER MEMORIAL TRUST 496-1513076563**EIN:** 23-6769170

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	45	45		0
FEDERAL ESTIMATES - PRINCIPAL	1,924	0		0
FOREIGN TAXES ON QUALIFIED FOR	2,303	2,303		0
FOREIGN TAXES ON NONQUALIFIED	252	252		0